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International Trade Services

IRREVOCABLE STANDBY LETTER OF CREDIT NO.

PLACE AND DATE OF ISSUE:
HOUSTON, TEXAS JANUARY 3, 2012

DATE AND PLACE OF EXPIRY:
JANUARY 3, 2013 HOUSTON, TEXAS

APPLICANT:
MOMENTUM TELECOM, INC.
2700 CORPORATE DRIVE
SUITE 200
BIRMINGHAM, AL 35242

BENEFICIARY:
STATE OF SOUTH CAROLINA
THE PUBLIC SERVICE COMMISSION
1401 MAIN STREET, SUITE 900
COLUMBIA, SC 29201

AMOUNT: USD100,000.00
(ONE HUNDRED THOUSAND AND 00/100 UNITED STATES DOLLARS)

GENTLEMEN:

WE HEREBY ISSUE IN YOUR FAVOR OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. _____ FOR THE BENEFIT OF MOMENTUM TELECOM, INC. FOR AN AMOUNT OR AMOUNTS NOT TO EXCEED IN THE AGGREGATE U.S.\$100,000.00 (ONE HUNDRED THOUSAND AND 00/100 UNITED STATES DOLLARS) AVAILABLE BY YOUR DRAFT(S) AT SIGHT DRAWN ON COMPASS BANK EFFECTIVE DECEMBER 31, 2011 AND EXPIRING ON JANUARY 3, 2013.

FUNDS UNDER THIS CREDIT ARE AVAILABLE AGAINST YOUR DRAFT(S) AS HEREIN ABOVE SET FORTH MARKED "DRAWN UNDER COMPASS BANK LETTER OF CREDIT NO. _____", AND ACCOMPANIED BY THE FOLLOWING:

ORIGINAL OF BENEFICIARY'S STATEMENT ON COMPANY LETTERHEAD, SIGNED BY AN AUTHORIZED OFFICIAL (SIGNED AS SUCH) READING:

"MOMENTUM TELECOM, INC. HAS FAILED TO COMPLY WITH 26 S.C. CODE ANN. REGS. 103-607, THEREFORE PUBLIC SERVICE OF SOUTH CAROLINA IS ENTITLED TO DRAW UNDER LETTER OF CREDIT NO. _____ IN THE AMOUNT OF U.S.\$_____."

WE HEREBY ENGAGE WITH YOU THAT ALL DRAFT(S) DRAWN UNDER AND IN COMPLIANCE WITH ALL THE TERMS AND CONDITIONS OF THIS CREDIT WILL BE DULY HONORED IF DRAWN AND PRESENTED, BY TRACEABLE COURIER OR IN PERSON, FOR PAYMENT BETWEEN THE HOURS OF 8:00 A.M. AND 4:00 P.M. MONDAY THROUGH FRIDAY ON A DAY WHEN THE INTERNATIONAL TRADE SERVICES IS OPEN FOR BUSINESS AT 24 GREENWAY PLAZA, SUITE 1601, HOUSTON, TEXAS 77046 ON OR BEFORE THE EXPIRATION DATE OF THIS LETTER OF CREDIT.

THIS LETTER OF CREDIT MAY BE CANCELLED PRIOR TO EXPIRATION PROVIDED THE ORIGINAL LETTER OF CREDIT (AND AMENDMENTS, IF ANY) ARE RETURNED TO OUR ADDRESS AS INDICATED ABOVE, WITH A STATEMENT SIGNED BY THE BENEFICIARY STATING THAT THE ATTACHED LETTER OF CREDIT IS NO LONGER REQUIRED AND IS BEING RETURNED TO THE ISSUING BANK FOR CANCELLATION.

THIS LETTER OF CREDIT IS GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, AND, EXCEPT AS OTHERWISE EXPRESSLY STATED HEREIN, TO THE INTERNATIONAL STANDBY PRACTICES, ICC PUBLICATION NO. 590 (THE "ISP98"), AND IN THE EVENT OF ANY CONFLICT, THE LAWS OF THE STATE OF NEW YORK WILL CONTROL, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS.

COMPASS BANK

Authorized Signature

MS